

ELECTRONICALLY FILED  
JUNE 27, 2006

1 STUTMAN, TREISTER & GLATT, P.C.  
 2 FRANK A. MEROLA, ESQ. (CA Bar No. 136934)  
 3 EVE H. KARASIK, ESQ. (CA Bar No. 155356)  
 4 CHRISTINE M. PAJAK, ESQ. (CA Bar No. 217173)  
 5 1901 Avenue of the Stars, 12<sup>th</sup> Floor  
 6 Los Angeles, CA 90067  
 7 Telephone: (310) 228-5600  
 Facsimile: (310) 228-5788  
 E-mail: [fmerola@stutman.com](mailto:fmerola@stutman.com)  
[ekarasik@stutman.com](mailto:ekarasik@stutman.com)  
[cpajak@stutman.com](mailto:cpajak@stutman.com)

*Counsel for the Official Committee of Equity Security Holders of USA Capital First Trust Deed Fund, LLC*

8 GORDON & SILVER, LTD.  
 9 GERALD M. GORDON, ESQ. (NV Bar No. 229)  
 10 GREGORY E. GARMAN, ESQ. (NV Bar No. 6654)  
 11 3960 Howard Hughes Parkway, 9<sup>th</sup> Floor  
 Las Vegas, NV 89109  
 Telephone: (702) 796-5555  
 Facsimile: (702) 369-2666  
 E-mail: [gmg@gordonsilver.com](mailto:gmg@gordonsilver.com)  
 [geg@gordonsilver.com](mailto: geg@gordonsilver.com)

*Counsel for Official Committee of Holders of Executory Contract Rights of USA Commercial Mortgage Company*

LEWIS AND ROCA, LLP  
 ROB CHARLES, ESQ. (NV Bar No. 6593)  
 SUSAN M. FREEMAN, ESQ. (AZ Bar No. 004199)  
 3993 Howard Hughes Parkway, 6<sup>th</sup> Floor  
 Las Vegas, NV 89109  
 Telephone: (702) 949-8321  
 Facsimile: (702) 949-8320  
 E-mail: [rcharles@lrlaw.com](mailto:rcharles@lrlaw.com)  
[sfreeman@lrlaw.com](mailto:sfreeman@lrlaw.com)

*Counsel for Official Committee of Unsecured Creditors of USA Commercial Mortgage Company*

ORRICK, HERRINGTON & SUTCLIFFE LLP  
 MARC A. LEVINSON, ESQ. (CA Bar No. 57613)  
 LYNN TRINKA ERNCE, ESQ. (CA Bar No. 179212)  
 400 Capitol Mall, Suite 3000  
 Sacramento, CA 95814  
 Telephone: (916) 47-9200  
 Facsimile: (916) 329-4900  
 E-mail: [malevinson@orrick.com](mailto:malevinson@orrick.com)  
[lernce@orrick.com](mailto:lernce@orrick.com)

*Counsel for Official Committee of Equity Security Holders of USA Capital Diversified Trust Deed Fund, LLC*

15 **UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEVADA**

16 In re:	) BK-S-06-10725-LBR
17 USA COMMERCIAL MORTGAGE COMPANY	) Chapter 11
18 Debtor	)
19 In re:	) BK-S-06-10726-LBR
20 USA CAPITAL REALTY ADVISORS, LLC,	) Chapter 11
21 Debtor	)
22 In re:	) BK-S-06-10727-LBR
23 USA CAPITAL DIVERSIFIED TRUST DEED FUND, LLC,	) Chapter 11
24 Debtor	)
25 In re:	) BK-S-06-10728-LBR
26 USA CAPITAL FIRST TRUST DEED FUND, LLC,	) Chapter 11
27 Debtor.	)
28 In re:	) BK-S-06-10729-LBR
USA SECURITIES, LLC,	) Chapter 11
Debtor.	)

26 **NOTICE OF ENTRY OF ORDER GRANTING JOINT MOTION**  
 27 **FOR NUNC PRO TUNC ORDER CLARIFYING REQUIREMENT TO PROVIDE**  
 28 **ACCESS TO INFORMATION, AS MODIFIED (AFFECTS ALL DEBTORS)**

1 Affects

2  All Debtors

3  USA Commercial Mortgage Co.

4  USA Securities, LLC

5  USA Capital Realty Advisors, LLC

USA Capital Diversified Trust Deed

USA First Trust Deed Fund, LLC

**NOTICE OF ENTRY OF ORDER GRANTING JOINT MOTION OF OFFICIAL  
COMMITTEE OF EQUITY SECURITY HOLDERS OF USA CAPITAL FIRST TRUST  
DEED FUNDS, LLC, THE OFFICIAL COMMITTEE OF HOLDERS OF EXECUTORY  
CONTRACT RIGHTS THROUGH USA COMMERCIAL MORTGAGE COMPANY,  
THE OFFICIAL COMMITTEE OF EQUITY SECURITY HOLDERS OF USA  
CAPITAL DIVERSIFIED TRUST DEED FUND, LLC, AND THE OFFICIAL  
UNSECURED CREDITORS' COMMITTEE FOR USA COMMERCIAL MORTGAGE  
COMPANY PURSUANT TO 11 U.S.C. §§ 105(a), 107(b), 1102(b)(3)(A) AND 1103(c),  
FOR NUNC PRO TUNC ORDER CLARIFYING REQUIREMENT TO PROVIDE  
ACCESS TO INFORMATION, AS MODIFIED (AFFECTS ALL DEBTORS)**

13 PLEASE TAKE NOTICE that a Notice of Entry of Order Granting Joint Motion of  
14 Official Committee of Equity Security Holders of USA Capital First Trust Deed Funds, LLC,  
15 The Official Committee of Holders of Executory Contract Rights Through USA Commercial  
16 Mortgage Company, The Official Committee of Equity Security Holders of USA Capital  
17 Diversified Trust Deed Fund, LLC, and the Official Unsecured Creditors' Committee for USA  
18 Commercial Mortgage Company Pursuant to 11 U.S.C. §§ 105(a), 107(b), 1102(b)(3)(A) and  
19 1103(c), for Nunc Pro Tunc Order Clarifying Requirement to Provide Access to Information, as  
20 Modified (Affects All Debtors) was entered on June 27, 2006, a true and correct copy of which  
21 is attached hereto.  
22

DATED this 27<sup>th</sup> day of June, 2006.

~~SHEA & CARLYON, LTD.~~

SHLOMO S. SHERMAN, ESQ.

Nevada Bar No. 009688

233 S. Fourth Street, Second Floor  
Las Vegas, NV 89101



Entered on Docket  
June 27, 2006

Hon. Bruce A. Markell  
United States Bankruptcy Judge

STUTMAN, TREISTER & GLATT, P.C.  
FRANK A. MEROLA (CA Bar No. 136934)  
EVE H. KARASIK (CA Bar No. 155356),  
CHRISTINE M. PAJAK (CA Bar No. 217173)  
1901 Avenue of the Stars, 12<sup>th</sup> Floor  
Los Angeles, California 90067  
Telephone: (310) 228-5600  
Facsimile: (310) 228-5788  
E-mail: [fmerola@stutman.com](mailto:fmerola@stutman.com)  
[ekarasik@stutman.com](mailto:ekarasik@stutman.com)  
[cpajak@stutman.com](mailto:cpajak@stutman.com)

*Counsel for the Official Committee of Equity  
Security  
Holders of USA Capital First Trust Deed  
Fund, LLC*

GORDON & SILVER, LTD  
GERALD M. GORDON, ESQ. (NV Bar No.  
229)  
GREGORY E. GARMAN, ESQ.  
(NV Bar No. 6654)  
3960 Howard Hughes Pkwy, 9<sup>th</sup> Floor  
Las Vegas, NV 89109  
Telephone: (702) 796-5555  
Facsimile: (702) 369-2666  
E-mail: [gmg@gordonsilver.com](mailto:gmg@gordonsilver.com)  
[geg@gordonsilver.com](mailto:geg@gordonsilver.com)

*Counsel for Official Committee of Holders of  
Executory Contract Rights of USA Commercial  
Mortgage Company.*

LEWIS AND ROCA, LLP  
ROB CHARLES, ESQ. (NV Bar No. 6593)  
SUSAN M. FREEMAN, ESQ.  
(AZ Bar No. 004199)  
3993 Howard Hughes Parkway, 6th Floor  
Las Vegas, Nevada 89109  
Facsimile (702) 949-8321  
Telephone (702) 949-8320  
E-mail: [rcharles@lrlaw.com](mailto:rcharles@lrlaw.com)  
[sfreeman@lrlaw.com](mailto:sfreeman@lrlaw.com)

*Counsel for Official Committee of Unsecured  
Creditors of USA Commercial Mortgage  
Company*

ORRICK, HERRINGTON & SUTCLIFFE LLP  
MARC A. LEVINSON, ESQ. (CA Bar No.  
57613)  
LYNN TRINKA ERNCE, ESQ. (CA Bar No.  
179212)  
400 Capitol Mall, Suite 3000  
Sacramento, California 95814  
Telephone: (916) 447-9200  
Facsimile: (916) 329-4900  
E-mail: [malevinson@orrick.com](mailto:malevinson@orrick.com)  
[lernce@orrick.com](mailto:lernce@orrick.com)

*Counsel for Official Committee of Equity  
Security Holders of USA Capital Diversified  
Trust Deed Fund, LLC*

ORDER GRANTING JOINT MOTION OF OFFICIAL COMMITTEE OF EQUITY SECURITY  
HOLDERS OF USA CAPITAL FIRST TRUST DEED FUND, LLC, THE OFFICIAL  
COMMITTEE OF HOLDERS OF EXECUTORIAL CONTRACT RIGHTS THROUGH USA  
COMMERCIAL MORTGAGE COMPANY, THE OFFICIAL COMMITTEE OF EQUITY  
SECURITY HOLDERS OF USA CAPITAL DIVERSIFIED TRUST DEED FUND, LLC, AND  
THE OFFICIAL UNSECURED CREDITORS' COMMITTEE FOR USA COMMERCIAL  
MORTGAGE COMPANY PURSUANT TO 11 U.S.C. §§ 105(a), 107(b), 1102(b)(3)(A) AND  
1103(c), FOR NUNC PRO TUNC ORDER CLARIFYING REQUIREMENT TO PROVIDE  
ACCESS TO INFORMATION, AS MODIFIED (AFFECTS ALL DEBTORS)

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEVADA**

In re:  
USA COMMERCIAL MORTGAGE COMPANY,  
Debtor.

BK-S-06-10725-LBR  
Chapter 11

In re:  
USA CAPITAL REALTY ADVISORS, LLC,  
Debtor.

BK-S-06-10726-LBR  
Chapter 11

In re:  
USA CAPITAL DIVERSIFIED TRUST DEED FUND, LLC,  
Debtor

BK-S-06-10727-LBR  
Chapter 11

In re:  
USA CAPITAL FIRST TRUST DEED FUND, LLC,  
Debtor

BK-S-06-10728-LBR  
Chapter 11

In re:  
USA SECURITIES, LLC,  
Debtor

BK-S-06-10729-LBR  
Chapter 11

### Affects

- All Debtors
  - USA Commercial Mortgage Co.
  - USA Securities, LLC
  - USA Capital Realty Advisors, LLC
  - USA Capital Diversified Trust Deed
  - USA First Trust Deed Fund, LLC

**ORDER GRANTING JOINT MOTION OF OFFICIAL COMMITTEE OF EQUITY SECURITY HOLDERS OF USA CAPITAL FIRST TRUST DEED FUND, LLC, THE OFFICIAL COMMITTEE OF HOLDERS OF EXECUTORY CONTRACT RIGHTS THROUGH USA COMMERCIAL MORTGAGE COMPANY, THE OFFICIAL COMMITTEE OF EQUITY SECURITY HOLDERS OF USA CAPITAL DIVERSIFIED TRUST DEED FUND, LLC, AND THE OFFICIAL UNSECURED CREDITORS' COMMITTEE FOR USA COMMERCIAL MORTGAGE COMPANY PURSUANT TO 11 U.S.C. §§ 105(a), 107(b), 1102(b)(3)(A) AND 1103(c), FOR NUNC PRO TUNC ORDER CLARIFYING REQUIREMENT TO PROVIDE ACCESS TO INFORMATION, AS MODIFIED (AFFECTS ALL DEBTORS)**

The "Joint Motion Of Official Committee Of Equity Security Holders Of USA Capital First Trust Deed Fund, LLC, The Official Committee Of Holders Of Executory Contract Rights Through USA Commercial Mortgage Company, The Official Committee Of Equity Security Holders Of USA Capital Diversified Trust Deed Fund, LLC, And The Official Unsecured Creditors' Committee For USA Commercial Mortgage Company Pursuant To 11 U.S.C. §§ 105(a), 107(b), 1102(b)(3)(A) And 1103(C), For Nunc Pro Tunc Order Clarifying

1 Requirement To Provide Access To Information" (the "Joint Motion")<sup>1</sup> having come on for  
 2 hearing in the above-captioned Court on June 15, 2006 and June 21, 2006; attorneys having  
 3 appeared respectively on behalf of the Official Committee of Equity Security Holders of USA  
 4 Capital First Trust Deed Fund, LLC (the "First Trust Deed Committee"), the Official Committee  
 5 of Holders of Executory Contract Rights through USA Commercial Mortgage Company (the  
 6 "Direct Lender Committee"), the Official Committee of Equity Security Holders of USA Capital  
 7 Diversified Trust Deed Fund, LLC (the "Diversified Trust Deed Committee"), the Official  
 8 Unsecured Creditors' Committee for USA Commercial Mortgage Company (the "Unsecured  
 9 Creditors' Committee" and together with the First Trust Deed Committee, the Direct Lender  
 10 Committee, and the Diversified Trust Deed Committee, the "Committees"), USA Commercial  
 11 Mortgage Company ("USA Mortgage"), USA Securities, LLC ("USA Securities"), USA Capital  
 12 Realty Advisors, LLC ("USA Realty"), USA Capital Diversified Trust Deed Fund, LLC ("USA  
 13 Diversified"), and USA Capital First Trust Deed Fund, LLC ("USA First" and, collectively with  
 14 USA Mortgage, USA Securities, USA Realty, and USA Diversified, the "Debtors"), and other  
 15 appearances having been made on the record; the Court having considered the Joint Motion, the  
 16 responses and oppositions thereto, and the Committees' joint reply to such responses and  
 17 oppositions (the "Joint Reply"); appropriate notice and opportunity for a hearing on the Joint  
 18 Motion having been given; the relief requested in the Joint Motion being in the best interests of  
 19 the Debtors, their estates, and their creditors and equity security interest holders; this Court  
 20 having jurisdiction to grant the relief requested pursuant to 28 U.S.C. §§ 157 and 1334; venue  
 21 before this Court being proper pursuant to 28 U.S.C. §§ 1408 and 1409(a); this matter  
 22 constituting a core proceeding pursuant to 28 U.S.C. §157(b); and after due deliberation and  
 23 sufficient cause appearing therefore;

24           **IT IS HEREBY ORDERED THAT:**

25           1.       The Joint Motion, as modified by the Joint Reply and as set forth at the  
 26 June 21 hearing on the Joint Motion, is granted.  
 27

---

28           <sup>1</sup> Terms not otherwise defined herein shall have the same meanings ascribed to them in the  
 Joint Motion.

1           2. All responses and oppositions to the Joint Motion that have not been  
2 withdrawn, waived, or settled, including all reservations of rights included therein, which are not  
3 otherwise resolved in this Order, are overruled on the merits.

4           3. For purposes of this Order and the procedures set forth herein, "Debtor  
5 Confidential Information" shall mean information provided by or on behalf of the Debtors that  
6 constitutes proprietary information or trade secrets or contains non-public information  
7 concerning the Debtors' business operation, projections, analyses, compilations, studies prepared  
8 by the Debtors or their advisors, but would also specifically include: (a) real property appraisals  
9 prepared by Hilco Real Estate LLC ("Hilco") and summaries of such appraisals;<sup>2</sup> (b) information  
10 or documentation related to the Debtors' negotiations with borrowers regarding loans serviced by  
11 the Debtors; c) information or documentation related to the Debtors' negotiations with the  
12 Committees regarding any plans of reorganization or other sensitive case issues; (d) information  
13 or documentation related to evaluating and litigating potential causes of action on behalf of one  
14 or more of the Debtors' estates; (e) any notes, summaries, compilations, memoranda, or similar  
15 written materials disclosing or discussing Confidential Information and (f) any written or oral  
16 Confidential Information that is discussed or presented orally.

17           4. For purposes of this Order and the procedures set forth herein,  
18 "Committee Confidential Information" shall mean (a) actions, deliberations, and discussions of  
19 any of the Committees, (b) information or analyses prepared by any of the Committees or their  
20 respective retained professionals, and (c) minutes of any of the Committees' meetings. For  
21 purposes of this Order and the procedures set forth herein, "Confidential Information" shall mean  
22 Committee Confidential Information jointly with Debtor Confidential Information.

23           5. Notwithstanding the foregoing, Confidential Information shall not include  
24 any information or portions of information that: (i) is or becomes generally available to the  
25 public or is or becomes available to any of the Committees on an non-confidential basis, in each

---

27           2 With respect to appraisals prepared by Hilco, such appraisals and summaries may be shared  
28 with Direct Lenders and investors in USA First and USA Diversified, so long as the Direct  
Lender or investor with whom the appraisal summary is being shared enters into a  
confidentiality agreement with the Debtors.

1 case to the extent that such information became so available other than by a violation of a  
2 contractual, legal, or fiduciary obligation to the Debtors or any of the Committees; (ii) was in the  
3 possession of the recipient Committee(s) prior to its disclosure by the Debtors or the disclosing  
4 Committee(s), and is not subject to any other duty or obligation to maintain confidentiality; or  
5 (iii) information that lawfully becomes available to the Committees or their respective retained  
6 professionals both on a nonconfidential basis and through a means other than a breach of either a  
7 Committee confidentiality agreement or any other confidentiality agreement.

8       6. For purposes of this Order and the procedures set forth herein, Privileged  
9 Information shall mean information subject to the attorney-client, the work-product privilege, or  
10 some other state, federal, or other jurisdictional law privilege, whether such privilege is solely  
11 controlled by the committee or is a joint privilege with the debtor or some other party.

12       7. Section 1102(b)(3)(A) of the Bankruptcy Code does not require the  
13 Committees to provide access to Confidential Information to their respective constituencies.

14       8. The Committees are not required to provide access to Privileged  
15 Information to their respective constituencies.

16       9. The Committees, their individual members, and their respective  
17 representatives, advisors, and counsel are determined to be in compliance with sections  
18 1102(b)(3)(A) and (B) of the Bankruptcy Code by establishing and maintaining the following  
19 information protocol (the "Information Protocol"):

20       a. Access to Information: In satisfaction of the Committees' obligations to  
21 provide access to information to and to solicit and receive comments from persons  
22 that hold claims or interests of a type the Committees respectively represent in  
23 accordance with 11 U.S.C. § 1102(b)(3)(A) and (B), each of the Committees  
24 shall, until the earliest to occur of dissolution of that Committee, dismissal of the  
25 Chapter 11 Cases, or conversion of the Chapter 11 Cases, establish and maintain  
26 an Internet-accessed website<sup>3</sup> (collectively, the "Committee Websites") that either  
27

---

28       3 In the alternative, one or more of the Committees may create a single website containing  
information common to all creditors, equity security holders, and Direct Lenders, and, in

1 directly or by link provides, without limitation:

- 2 (1) a link to the Debtors' website, at which general  
3 information concerning the Chapter 11 Cases, including  
4 case dockets, access to docket filings, the claims docket as  
5 and when established, answers to frequently asked  
questions, and general information concerning significant  
parties in the cases, is available;
- 6 (2) contact information for the Debtors (and any hotlines  
7 they may establish), the Debtors' counsel and counsel for  
each of the Committees;
- 8 (3) a general overview of the chapter 11 reorganization  
9 process;
- 10 (4) no less frequently than monthly, written reports by the  
11 Committee summarizing recent proceedings, significant  
events, and public financial information;
- 12 (5) a calendar of upcoming significant events in the  
13 Chapter 11 Cases;
- 14 (6) copies of monthly operating reports filed by the  
15 Debtors;
- 16 (7) when appropriate, a copy of any plan or reorganization  
17 and disclosure statement, and any voting deadline(s);
- 18 (8) press releases (if any) issued by each of the Committees  
and/or the Debtors;
- 19 (9) establish and maintain an electronic mail address  
20 through which individuals of the Committee's respective  
21 constituency may submit questions, comments, and  
22 requests for more information and, in addition, create a  
23 non-public form that individuals of the Committee's  
24 respective constituency may access to submit questions,  
comments, and request for more information that will be  
sent to such electronic mail address;
- 25 (10) responses to questions, comments and requests for  
26 access to information from the Committee's respective  
constituency; provided that the Committee may privately

27  
28 addition, each Committee will maintain its own website which will provide such Committee's  
constituency with access to information particular to that Committee.

1 provide such responses in the exercise of its reasonable  
2 discretion, including in the light of the nature of the  
3 information request and agreements to appropriate  
4 confidentiality and trading constraints;

5 (11) answers to frequently asked questions;

6 (12) links to other relevant websites, including but not  
7 limited to other Committee Websites (to the extent that  
such websites are available publicly), the Bankruptcy  
Court's website, and the U.S. Trustee's website; and

8 (13) any other non-Confidential and non-Privileged  
9 Information, as defined herein, that the Committee or its  
counsel, at their sole discretion, deem appropriate to the  
10 restrictions and limitations set forth herein.

11 Notwithstanding any construction of section 1102(b) of the Bankruptcy Code  
12 and in light of the following Information Protocol, the individual members of each of  
13 the Committees shall not be required to, but may in their discretion, respond to any  
14 telephone calls, facsimiles, email communications, correspondence, or other  
15 communications from the Committees' respective constituencies.

16 b. Privileged and Confidential Information: A Committee shall not be  
17 required to disseminate to any entity (all references to "entity" herein shall be  
18 defined in section 101(15) of the Bankruptcy Code, "Entity") without further  
19 order of the Court: (i) Confidential Information or Privileged Information; or (ii)  
20 any other information if the effect of such disclosure would constitute a waiver of  
21 the attorney-client, work-product, or other applicable privilege possessed by such  
22 Committee.

23 c. Information Requests: If a member of a Committee's constituency (the  
24 "Requesting Constituent") submits a written request (including on the non-public  
25 forms or by electronic mail) (the "Information Request") to the appropriate  
26 Committee to disclose information, such Committee shall, as soon as practicable  
27 and using its best efforts to respond no more than twenty (20) days after receipt of  
28 the Information Request, provide a response to the Information Request (the

1 "Response"), including providing access to the information requested or the  
2 reasons why the Committee cannot provide such requested information. If the  
3 Response is to deny the Information Request because the Committee believes the  
4 Information Request implicates Confidential Information or Privileged  
5 Information that need not be disclosed pursuant to the terms of a Court order or  
6 otherwise under 11 U.S.C. § 1102(b)(3)(A), or that the Information Request is  
7 unduly burdensome, the Requesting Constituent may, after a good faith effort to  
8 meet and confer with an authorized representative of the Committee regarding the  
9 Information Request and the Response, seek to compel such disclosure for cause  
10 pursuant to a motion. Such motion shall be served and hearing on such motion  
11 shall be noticed pursuant to the Case Management Order.

12 In its Response to an Information Request for access to Confidential  
13 Information or Privileged Information, an Committee shall consider whether (a)  
14 the Requesting Constituent is willing to agree to reasonable confidentiality and  
15 trading restrictions with respect to such Confidential Information or Privileged  
16 Information and represents that such trading restrictions and any information-  
17 screening process complies with securities laws (if applicable); and (b) under the  
18 particular facts, such agreement and any information-screening process that it  
19 implements will reasonably protect the confidentiality of such information;  
20 provided, however, that if the Committee elects to provide access to the  
21 Confidential Information or Privileged Information on the basis of such  
22 confidentiality and trading restrictions, the Committee shall have no responsibility  
23 for the Requesting Constituent's compliance with, or liability for violation of,  
24 applicable securities or other laws. Except as provided in paragraph 9(d),  
25 Confidential Information and/or Privileged Information that is protected under  
26 this order or a protective order may only be provided to a constituent of a  
27 Committee if such constituent agrees to enter into a confidentiality agreement  
28 relating to that information and further agrees to take any other necessary action

1 to protect the confidentiality of the information the constituent receives. Any  
 2 disputes with respect to this paragraph shall be resolved as provided in the  
 3 preceding paragraph.

4 d. Limitation on Access to Information: Nothing set forth herein requires a  
 5 Committee to provide access to information or solicit comments from any person  
 6 or entity that has not demonstrated to the satisfaction of such Committee, in its  
 7 sole discretion, or the Bankruptcy Court, that it holds an equity security interest,  
 8 claim, and/or is a Direct Lender in connection with the appropriate Debtor.

9 Likewise, nothing herein shall prejudice the rights of the Committees, in  
 10 their sole discretion, to: (i) provide access to information to their constituency, or  
 11 (ii) solicit and receive comments from their respective constituents, unless the  
 12 information to be provided is Debtor Confidential Information or was obtained  
 13 pursuant to a privilege agreement with the Debtors.

14 e. Exculpation: None of the Debtors, the Committees or any of their  
 15 respective directors, officers, employees, members, attorneys, consultants,  
 16 advisors, and agents (acting in such capacity) (collectively, the "Exculpated  
 17 Parties") shall have or incur any liability to any entity (including the Debtors) for  
 18 any act taken or omitted to be taken connection with the preparation,  
 19 dissemination, or implementation of the Information Protocol, the Committee  
 20 Websites, and other information to be provided pursuant to section 1102(b)(3) of  
 21 the Bankruptcy Code; provided, however, that the foregoing shall not affect the  
 22 liability of any Exculpated Party protected pursuant to this paragraph 9(e) that  
 23 otherwise would result from any such act or omission to the extent that such act or  
 24 omission is determined in a final non-appealable order to have constituted a  
 25 breach of fiduciary duty, gross negligence, or willful misconduct, including,  
 26 without limitation, fraud and criminal misconduct, or the breach of any  
 27 confidentiality agreement or Order. Without limiting the foregoing, the  
 28 exculpation provided in this paragraph shall be coextensive with any Exculpated

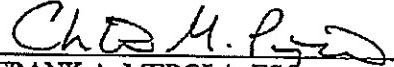
1 Party's qualified immunity under applicable law.

2 f. Retroactivity. Any conduct taken by any of the Committees since their  
3 inception that is consistent with the relief sought herein shall be ratified by the  
4 entry of the requested order.

5

6 SUBMITTED BY:

7 STUTMAN, TREISTER & GLATT, P.C.

8 

9 FRANK A. MEROLA, ESQ.  
10 EVE H. KARASIK, ESQ.  
CHRISTINE M. PAJAK, ESQ.  
11 1901 Avenue of the Stars, 12<sup>th</sup> Floor  
Los Angeles, CA 90067

12 *Counsel for the official Committee of  
13 Equity Security Holders of  
USA Capital First Trust Deed Fund, LLC*

14 SUBMITTED BY:

15 LEWIS AND ROCA, LLP

16 ROB CHARLES, ESQ.  
17 SUSAN M. FREEMAN, ESQ.  
18 3993 Howard Hughes Parkway, 6th Floor  
19 Las Vegas, Nevada 89109

20 *Counsel for official Committee of Unsecured  
21 Creditors of USA Commercial Mortgage Company*

22 SUBMITTED BY:

23 GORDON & SILVER, LTD

24 GERALD M. GORDON, ESQ.  
25 GREGORY E. GARMAN, ESQ.  
3960 Howard Hughes Pkwy, 9<sup>th</sup> Floor  
26 Las Vegas, NV 89109

27 *Counsel for official Committee of Holders of  
28 Executory Contract Rights of  
USA Commercial Mortgage Company*

29 SUBMITTED BY:

30 ORRICK, HERRINGTON & SUTCLIFFE LLP

31 MARC A. LEVINSON, ESQ.  
LYNN TRINKA ERNCE, ESQ.  
32 400 Capitol Mall, Suite 3000  
Sacramento, California 95814-4407

33 *Counsel for official Committee of Equity Security  
34 Holders of  
35 USA Capital Diversified Trust Deed Fund, LLC*

1 Party's qualified immunity under applicable law.

2 f. Retroactivity. Any conduct taken by any of the Committees since their  
3 inception that is consistent with the relief sought herein shall be ratified by the  
4 entry of the requested order.

5  
6 SUBMITTED BY:

7 STUTMAN, TREISTER & GLATT, P.C.  
8

9 FRANK A. MEROLA, ESQ.  
10 EVE H. KARASIK, ESQ.  
11 CHRISTINE M. PAJAK, ESQ.  
12 1901 Avenue of the Stars, 12<sup>th</sup> Floor  
Los Angeles, CA 90067

13 *Counsel for the official Committee of  
14 Equity Security Holders of  
USA Capital First Trust Deed Fund, LLC*

15 SUBMITTED BY:

16 LEWIS AND ROCA, LLP  
17

18 ROB CHARLES, ESQ.  
19 SUSAN M. FREEMAN, ESQ.  
20 3993 Howard Hughes Parkway, 6th Floor  
Las Vegas, Nevada 89109

21 *Counsel for official Committee of Unsecured  
22 Creditors of USA Commercial Mortgage Company*

SUBMITTED BY:

GORDON & SILVER, LTD

GERALD M. GORDON, ESQ.  
GREGORY E. GARMAN, ESQ.  
3960 Howard Hughes Pkwy, 9<sup>th</sup> Floor  
Las Vegas, NV 89109

*Counsel for official Committee of Holders of  
Executory Contract Rights of  
USA Commercial Mortgage Company*

SUBMITTED BY:

ORRICK, HERRINGTON & SUTCLIFFE LLP

MARC A. LEVINSON, ESQ.  
LYNN TRINKA ERNCE, ESQ.  
400 Capitol Mall, Suite 3000  
Sacramento, California 95814-4407

*Counsel for official Committee of Equity Security  
Holders of  
USA Capital Diversified Trust Deed Fund, LLC*

1 Party's qualified immunity under applicable law.

2 f. Retroactivity. Any conduct taken by any of the Committees since their  
3 inception that is consistent with the relief sought herein shall be ratified by the  
4 entry of the requested order.

5  
6 SUBMITTED BY:

7 STUTMAN, TREISTER & GLATT, P.C.

8  
9 SUBMITTED BY:

10 GORDON & SILVER, LTD

11 FRANK A. MEROLA, ESQ.  
12 EVE H. KARASIK, ESQ.  
13 CHRISTINE M. PAJAK, ESQ.  
14 1901 Avenue of the Stars, 12<sup>th</sup> Floor  
15 Los Angeles, CA 90067

16 GERALD M. GORDON, ESQ.  
17 GREGORY E. GARMAN, ESQ.  
18 3960 Howard Hughes Pkwy, 9<sup>th</sup> Floor  
19 Las Vegas, NV 89109

20 *Counsel for the official Committee of  
21 Equity Security Holders of  
22 USA Capital First Trust Deed Fund, LLC*

23 *Counsel for official Committee of Holders of  
24 Executory Contract Rights of  
25 USA Commercial Mortgage Company*

26 SUBMITTED BY:

27 LEWIS AND ROCA, LLP

*RC*

28 SUBMITTED BY:

ORRICK, HERRINGTON & SUTCLIFFE LLP

29 ROB CHARLES, ESQ.  
30 SUSAN M. FREEMAN, ESQ.  
31 3993 Howard Hughes Parkway, 6th Floor  
32 Las Vegas, Nevada 89109

33 MARC A. LEVINSON, ESQ.  
34 LYNN TRINKA ERNCE, ESQ.  
35 400 Capitol Mall, Suite 3000  
36 Sacramento, California 95814-4407

37 *Counsel for official Committee of Unsecured  
38 Creditors of USA Commercial Mortgage Company*

39 *Counsel for official Committee of Equity Security  
40 Holders of  
41 USA Capital Diversified Trust Deed Fund, LLC*

1 Party's qualified immunity under applicable law.

2 f. Retroactivity. Any conduct taken by any of the Committees since their  
3 inception that is consistent with the relief sought herein shall be ratified by the  
4 entry of the requested order.

5

6 SUBMITTED BY: SUBMITTED BY:

7 STUTMAN, TREISTER & GLATT, P.C. GORDON & SILVER, LTD

8

9 

---

FRANK A. MEROLA, ESQ.  
EVE H. KARASIK, ESQ.  
CHRISTINE M. PAJAK, ESQ.  
1901 Avenue of the Stars, 12<sup>th</sup> Floor  
Los Angeles, CA 90067 GERALD M. GORDON, ESQ.  
GREGORY E. GARMAN, ESQ.  
3960 Howard Hughes Pkwy, 9<sup>th</sup> Floor  
Las Vegas, NV 89109

10

11

12 *Counsel for the official Committee of  
13 Equity Security Holders of  
14 USA Capital First Trust Deed Fund, LLC*

15 SUBMITTED BY: SUBMITTED BY:

16 LEWIS AND ROCA, LLP ORRICK, HERRINGTON & SUTCLIFFE LLP

17

18 

---

ROB CHARLES, ESQ.  
SUSAN M. FREEMAN, ESQ.  
3993 Howard Hughes Parkway, 6th Floor  
Las Vegas, Nevada 89109 MARC A. LEVINSON, ESQ.  
LYNN TRINKA ERNCE, ESQ.  
400 Capitol Mall, Suite 3000  
Sacramento, California 95814-4407

19

20 *Counsel for official Committee of Unsecured  
21 Creditors of USA Commercial Mortgage Company*

22

23

24

25

26

27

28

LAW OFFICES OF RICHARD MO

7023880108

p.2

1 APPROVED/DISAPPROVED BY:

2 LAW OFFICES OF RICHARD MCKNIGHT, P.C.

3 

4 RICHARD MCKNIGHT, ESQ.

5 THOMAS J. GILLOON, ESQ.

6 330 S. Third St., #900

7 Las Vegas, NV 89101

8  
9 Counsel for McKnight 2000 Family Trust

10 APPROVED/DISAPPROVED BY:

11 OFFICE OF THE U.S. TRUSTEE

12 AUGUST B. LANDIS  
13 office of the United States Trustee  
14 300 Las Vegas Boulevard, Suite 4300  
Las Vegas, NV 89101

15 Assistant United States Trustee

16

17

18

19

20

21

22

23

24

25

26

27

28

1 APPROVED/DISAPPROVED BY:

2 SCHWARTZER & MCPHERSON LAW FIRM

3 LENARD SCHWARTZER, ESQ.

4 JEANETTE E. MCPHERSON, ESQ.

5 2850 South Jones Boulevard, Suite 1,

6 Las Vegas, NV 89146

7 Counsel for the Debtors

391698v5

11

1 APPROVED/DISAPPROVED BY:

2 LAW OFFICES OF RICHARD MCKNIGHT, P.C.

3  
4 RICHARD MCKNIGHT, ESO  
5 THOMAS J. GILLOON, ESO  
6 330 S. Third St., #900  
7 LAS VEGAS, NV 89101

8 Counsel for McKnight 2000 Family Trust

1 APPROVED/DISAPPROVED BY:

2 SCHWARTZER & MCINERSON LAW FIRM

3  
4 LENARD SCHWARTZER, ESO  
5 EBANETTE E. MCINERSON, ESO  
6 2850 South Jones Boulevard, Suite 1,  
7 Las Vegas, NV 89146

8 Counsel for the Debtors

9 APPROVED/DISAPPROVED BY:

10 OFFICE OF THE U.S. TRUSTEE

11  
12 AUGUSTINE LANDIS  
13 Office of the United States Trustee  
14 300 Las Vegas Boulevard, Suite 4300  
15 Las Vegas, NV 89101

16 Assistant United States Trustee

17

18

19

20

21

22

23

24

25

26

27

28

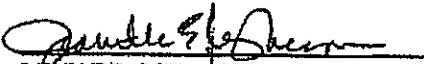
1 APPROVED/DISAPPROVED BY:

2 LAW OFFICES OF RICHARD MCKNIGHT, P.C. SCHWARTZER & MCPHERSON LAW FIRM

3  
4 RICHARD MCKNIGHT, ESQ.  
5 THOMAS J. GILLOON, ESQ.  
6 330 S. Third St., #900  
Las Vegas, NV 89101

7 *Counsel for McKnight 2000 Family Trust*

1 APPROVED/DISAPPROVED BY:

2   
LENARD SCHWARTZER, ESQ.  
JEANETTE E. MCPHERSON, ESQ.  
2850 South Jones Boulevard, Suite 1,  
Las Vegas, NV 89146

3  
4  
5  
6  
7 *Counsel for the Debtors*

8  
9 APPROVED/DISAPPROVED BY:

10 OFFICE OF THE U.S. TRUSTEE

11  
12 AUGUST B. LANDIS  
13 office of the United States Trustee  
14 300 Las Vegas Boulevard, Suite 4300  
Las Vegas, NV 89101

15 *Assistant United States Trustee*

16

17

18

19

20

21

22

23

24

25

26

27

28

1                           **RULE 9021 DECLARATION**  
2

In accordance with Local Rule 9021, the undersigned certifies:

3                            The Court waived the requirements of LR 9021.

4                            I have delivered a copy of proposed order to all attorneys and unrepresented parties  
5                           who appeared at the hearing regarding this matter and/or who filed a written  
6                           objection and each has:

7                            approved the form of this order;

8                            waived the right to review this order; and/or

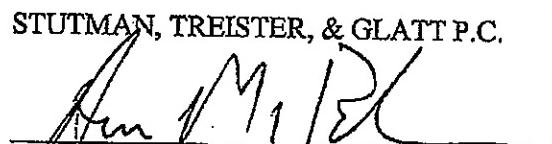
9                            failed to file and serve papers in accordance with LR 9021(c).

10                           I have delivered a copy of this proposed order to all attorneys and unrepresented  
11                          parties who appeared at the hearing regarding this matter and/or who filed a written  
12                          objection and all have either approved the form of this order, waived the right to  
13                          review the order, failed to file and serve papers in accordance with LR 9021(c) and  
14                          the following have disapproved the order:

15                           No opposition was filed to the motion and no other party or counsel appeared at the  
16                          hearing.

17                          DATED this 23rd day of June, 2006.

18                          STUTMAN, TREISTER, & GLATT P.C.

19                            
20                          ANDREW M. PARLEN

21                          1901 Avenue of the Stars, 12<sup>th</sup> Floor  
22                          Los Angeles, California 90067

23                          ###